05-44481-rdd Doc 8984 Filed 08/08/07 Entered 08/09/07 15:02:32 Main Document IN THE UNITED STATES BANKRUPT OF OUTHERN DISTRICT OF NEW YORK

In re:) Chapter 11	
)	
Delphi Corporation, et al.) Case No. 05-44481 (RDI	D)
) (Jointly Administered)	

Response to 19th Omnibus Objection to Claims by Delphi Corporation, et al; Sierra Liquidity Fund, LLC (Assignee); Dynamic Corporation (Assignor), Claim No. 14669

from: Sierra Liquidity Fund, LLC (Assignee); Dynamic Corporation (Assignor), Claim No. 14669, 2699 White Road, Ste. 255, Irvine, CA 92614, (949) 660-1144, ext. 17, fax: 949-660-0632, saugust@sierrafunds.com, tgazza@sierrafunds.com

to: Chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004

Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel)

Counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606 (Attn: John Wm. Butler, Jr., John K. Lyons, and Randall G. Reese)

re: Sierra Liquidity Fund, LLC (Assignee); Dynamic Corporation (Assignor), Claim No. 14669

date: Wednesday, July 31, 2007

Sierra Liquidity Fund, LLC ("Sierra") has received the Debtor's 19th Omnibus Objection to claims requesting that the above claim in the amount of \$216,301.71 be reduced and modified to \$204,762.78 on the basis that the claim and asserted liability are in excess of the amount owing pursuant to the Debtor's books and records.

Sierra Liquidity Fund, LLC (Assignee) and Dynamic Corporation (Assignor) ("Dynamic") Object to this Objection.

- 1. Please find attached sufficient documentation supporting the filed Proof of Claim # 14669 in an amount of \$216,301.71.
- 2. Upon review of the filed Proof of Claim and supporting documentation, we dutifully request that Debtors and the Court allow Claim # 14669 for the full filed amount of \$216,301.71 as liquidated and undisputed.
- 3. To expedite this matter, we suggest a Stipulation Agreement be prepared for the amount of \$216,301.71 and sent immediately to Sierra's attention for signature.
- 4. Copies of the following have been enclosed with this response: The Notice of 19th Omnibus Objection to Claim # 14669, the transfer agreement executed between Sierra Liquidity Fund, LLC (Assignee/Transferee) and Dynamic Corporation (Assignor), Proof of Claim # 14669 as originally filed by Sierra Liquidity Fund, LLC as Assignee and Attorney-In-Fact for Dynamic Corporation (Assignor) and the supporting documentation requested for claim # 14669 evidencing the amount of \$216,301.71 owed on Claim # 14669 filed by Sierra Liquidity Fund, LLC; Assignor: Dynamic Corporation The supporting documents in Proof of Claim # 14669 include Invoices, Purchase Orders, and Proof of Deliveries.
- 5. Sierra and Dynamic Corporation see no basis on behalf of the Debtor for the proposed reduction and modification of Claim # 14669, as the supporting claim documentation (Invoices, Purchase Orders, and Proofs of Deliveries) clearly show a preponderance of evidence that the claim in the amount of \$216,301.71 remains due and owing as a valid unpaid pre-petition unsecured claim.
- 6. Sierra and Dynamic Corporation do not object to the proposed Modified Debtor for which Claim # 14669 is against.

Please contact any of the following at your earliest convenience to resolve the objection.

Sierra Liquidity Fund, LLC Assignee and Attorney-In-Fact for Dynamic Corporation

Scott August Tammy Garza Jim Riley

 949-660-1144, ext. 17
 949-660-1144 ext. 22
 949-660-1144 ext. 16

 saugust@sierrafunds.com
 tgarza@sierrafunds.com
 jriley@sierrafunds.com

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SOUTHERN DISTRICT OF NEW YOR	tΚ	
	x	
In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	: x	

UNITED STATES BANKRUPTCY COURT

NOTICE OF OBJECTION TO CLAIM

Sierra Liquidity Fund LLC Assignee Dynamic Corporation Assignor:

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), are sending you this notice. According to the Debtors' records, you filed one or more proofs of claim in the Debtors' reorganization cases. Based upon the Debtors' review of your proof or proofs of claim, the Debtors have determined that one or more of your "Claims," as such term is defined in 11 U.S.C. § 101(5), identified in the table below should be disallowed and expunged or modified as summarized in that table and described in more detail in the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (the "Nineteenth Omnibus Claims Objection"), dated July 13, 2007, a copy of which is enclosed (without exhibits). The Debtors' Nineteenth Omnibus Claims Objection is set for hearing on August 16, 2007 at 10:00 a.m. (prevailing Eastern time) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004. AS FURTHER DESCRIBED IN THE ENCLOSED NINETEENTH OMNIBUS CLAIMS OBJECTION AND BELOW, THE DEADLINE FOR YOU TO RESPOND TO THE DEBTORS' OBJECTION TO YOUR CLAIM(S) IS 4:00 P.M. (PREVAILING EASTERN TIME) ON AUGUST 9, 2007. IF YOU DO NOT RESPOND TIMELY IN THE MANNER DESCRIBED BELOW, THE ORDER GRANTING THE RELIEF REQUESTED MAY BE ENTERED WITHOUT ANY FURTHER NOTICE TO YOU OTHER THAN NOTICE OF ENTRY OF AN ORDER.

The enclosed Nineteenth Omnibus Claims Objection identifies nine different categories of objections. The category of claim objection applicable to you is identified in the table below in the column entitled "Basis For Objection":

Claims identified as having a Basis For Objection of "Insufficiently Documented Claims" are those Claims that did not contain sufficient documentation in support of the Claim asserted, making it impossible for the Debtors meaningfully to review the asserted Claim.

Claims identified as having a Basis For Objection of "Books And Records Claims" are those Claims that assert liabilities or dollar amounts that the Debtors have determined are not owing pursuant to the Debtors' books and records.

Claims identified as having a Basis For Objection of "Books And Records Tax Claims" are those Claims filed by taxing authorities that assert liabilities and dollar amounts that the Debtors have determined are not owing pursuant to the Debtors' books and records.

Claims identified as having a Basis For Objection of "Untimely Books And Records Tax Claims" are those Claims filed by taxing authorities that assert liabilities or dollar amounts that the Debtors have determined are not owing pursuant to the Debtors' books and records and were also not timely filed pursuant to the Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof, dated April 12, 2006 (Docket No. 3206) (the "Bar Date Order").

The Claim identified as having a Basis For Objection of "Untimely Claim" is a Claim that was not timely filed pursuant to the Bar Date Order.

Claims identified as having a Basis For Objection of "Claims Subject To Modification" are those Claims that the Debtors have determined (a) state the incorrect amount or are overstated, including as a result of the assertion of invalid unliquidated claims, and/or (b) were filed and docketed against the wrong Debtors, and/or (c) incorrectly assert secured or priority status.

Claims identified as having a Basis For Objection of "Tax Claims Subject To Modification" are those Claims filed by taxing authorities that the Debtors have determined (a) are overstated and/or (b) were filed and docketed against the wrong Debtors.

Claims identified as having a Basis For Objection of "Modified Claims Asserting Reclamation" are those Claims (i) that the Debtors have determined (a) state the incorrect amount or are overstated, including as a result of the assertion of invalid unliquidated claims, and/or (b) were filed and docketed against the wrong Debtor, and/or (c) incorrectly assert secured or priority status and (ii) in which the claimant asserted a reclamation demand and either (a) the Debtors and the claimant have entered into a letter agreement whereby the Debtors and the claimant agreed upon the valid amount of the reclamation demand or (b) the claima mnt has consented to the Debtors' determination of the valid amount of the reclamation demand (with respect to (ii)(a) and (b), each, a "Reclamation Agreement"), subject to the Debtors' right to seek, at any time and notwithstanding the claimant's agreement or consent to the amount pursuant to the Reclamation Agreement, a judicial determination that certain reserved defenses with respect to the reclamation demand are valid.

Claims identified as having a Basic For Objection of "Consensually Modified And Reduced Claims" are those Claims asserting certain tort liabilities that the Debtors have

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determined (a) are overstated and/or (b) were filed and docketed against the wrong Debtors.

Date	Claim	Asserted Claim	Basis For	Tre	eatment Of Cla	im
Filed	Filed Number Amount ¹	Objection	Correct Debtor	Modified Amount	Modified Nature	
7/31/2006	14669	\$216,301.71	Claims Subject to Modification	05-44640	\$204,762.78	General Unsecured

If you wish to view the complete exhibits to the Nineteenth Omnibus Claims Objection, you can do so at www.delphidocket.com. If you have any questions about this notice or the Nineteenth Omnibus Claims Objection to your Claim, please contact the Debtors' counsel by e-mail at delphi@skadden.com, by telephone at 1-800-718-5305, or in writing to Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton). Questions regarding the amount of a Claim or the filing of a Claim should be directed to Claims Agent at 1-888-249-2691 or www.delphidocket.com. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

THE PROCEDURES SET FORTH IN THE ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS, ENTERED DECEMBER 7, 2006 (THE "CLAIMS OBJECTION PROCEDURES ORDER"), APPLY TO YOUR PROOFS OF CLAIM THAT ARE SUBJECT TO THE DEBTORS' OBJECTION AS SET FORTH ABOVE. A COPY OF THE CLAIMS OBJECTION PROCEDURES ORDER IS INCLUDED HEREWITH. THE FOLLOWING SUMMARIZES THE PROVISIONS OF THAT ORDER BUT IS QUALIFIED IN ALL RESPECTS BY THE TERMS OF THAT ORDER.

If you disagree with the Nineteenth Omnibus Claims Objection, you must file a response (the "Response") and serve it so that it is actually received by no later than 4:00 p.m. (prevailing Eastern Time) on August 9, 2007. Your Response, if any, to the Nineteenth Omnibus Claims Objection must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Claims Objection Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windowsbased word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 632, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton).

Asserted Claim Amounts listed as \$0.00 generally reflect that the claim amount asserted is unliquidated.

Your Response, if any, must also contain at a minimum the following: (i) the title of the claims objection to which the Response is directed; (ii) the name of the claimant and a brief description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Nineteenth Omnibus Claims Objection; (iv) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; provided, however, that you need not disclose confidential, proprietary, or otherwise protected information in the Response; provided further, however, that you must disclose to the Debtors all information and provide copies of all documents that you believe to be confidential, proprietary, or otherwise protected and upon which you intend to rely in support of the Claim; (v) to the extent that the Claim is contingent or fully or partially unliquidated, the amount that you believe would be the allowable amount of such Claim upon liquidation of the Claim or occurrence of the contingency, as appropriate; and (vi) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the Claim.

If you properly and timely file and serve a Response in accordance with the procedures described above, and the Debtors are unable to reach a consensual resolution with you, the hearing on any such Response will automatically be adjourned from the August 16, 2007 hearing date to a future date to be set pursuant to the Claims Objection Procedures Order. With respect to all uncontested objections, the Debtors have requested that the Court conduct a final hearing on August 16, 2007 at 10:00 a.m. (prevailing Eastern time).

IF ANY PROOF OF CLAIM LISTED ABOVE ASSERTS CONTINGENT OR UNLIQUIDATED CLAIMS, YOU ARE REQUIRED BY THE CLAIMS OBJECTION PROCEDURES ORDER TO INCLUDE THE AMOUNT THAT YOU BELIEVE WOULD BE THE ALLOWABLE AMOUNT OF SUCH CLAIM UPON LIQUIDATION OF THE CLAIM OR OCCURRENCE OF THE CONTINGENCY, AS APPROPRIATE, IN ANY RESPONSE TO THE OBJECTION. PURSUANT TO THE CLAIMS OBJECTION PROCEDURES ORDER, THE DEBTORS MAY ELECT, IN THEIR SOLE DISCRETION, TO ACCEPT SUCH AMOUNT PROVISIONALLY AS THE ESTIMATED AMOUNT OF YOUR PROOF OF CLAIM PURSUANT TO SECTION 502(c) OF THE BANKRUPTCY CODE FOR ALL PURPOSES OTHER THAN ALLOWANCE, BUT INCLUDING VOTING AND ESTABLISHING RESERVES FOR PURPOSES OF DISTRIBUTION. YOUR PROOF OF CLAIM WOULD REMAIN SUBJECT TO FURTHER OBJECTION AND REDUCTION, AS APPROPRIATE, AND TO SECTION 502(j) OF THE BANKRUPTCY CODE. THE DEBTORS' ELECTION WOULD BE MADE BY SERVING YOU WITH A NOTICE IN THE FORM ATTACHED TO THE CLAIMS OBJECTION PROCEDURES ORDER.

The Bankruptcy Court will consider only those Responses made as set forth herein and in accordance with the Claims Objection Procedures Order. IF NO RESPONSES TO THE NINETEENTH OMNIBUS CLAIMS OBJECTION ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THE PROCEDURES SET FORTH HEREIN AND IN THE CLAIMS OBJECTION PROCEDURES ORDER, THE BANKRUPTCY COURT MAY ENTER AN ORDER SUSTAINING THE NINETEENTH OMNIBUS CLAIMS OBJECTION WITHOUT FURTHER NOTICE OTHER THAN NOTICE OF THE ENTRY OF SUCH AN ORDER AS PROVIDED IN THE CLAIMS OBJECTION PROCEDURES ORDER. Thus, your failure to respond may forever bar you from sustaining a Claim against the Debtors.

Dated: New York, New York

36 05-44481

SIERRA LIQUIDITY FUND LLC ASSIGNEE DYNAMIC CORPORATION ASSIGNOR SIERRA LIQUIDITY FUND LLC 2699 WHITE RD STE 255 IRVINE CA 92614

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	gict of 1777 ew York	PROOF OF CLAIM
Name of Debtor	Case Number	This Space For Court Use Only
Delphi Automotive Systems, LLC & Delphi Corporation, et al.	05-44640 & 05-44481	
NOTE: This form should not be used to make a claim for an administrative expense the case. A "request" for payment of an administrative expense may be filed pursua	e arising after the commencement of nt to 11 U.S.C. § 503.	
Name of Creditor (The person or other entity to whom the debtor owes money or property): Sierra Liquidity Fund, LLC (Assignee) Dynamic Corporation (Assignor) Name and Address where notices should be sent:	☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Sierra Liquidity Fund 2699 White Road - Suite 255 Irvine, CA 92614 Telephone Number: 949-660-1144 x 17	☐ Check box if you have never received any notices from the bankruptcy court in this case. ☐ Check box if the address differs from the address on the envelope sent to you by the court.	This Space For Court Use Only
Last four digits of account or other number by which creditor identifies	Check here ☐ replaces	
debtor:	if this claim of amends a pre	viously filed claim dated: 12/27/05
1 Parts Con Claim	La Orac	+ 1311
1. Basis for Claim	Retiree benefits as defined in 11	U.S.C. § 1114(a)
	☐ Wages, salaries, and compensation	
Money loaned	Last four digits of your SS #:	
☐ Personal injury/wrongful death	Unpaid compensation for service	
Taxes		
Other	(date)	(date)
2. Date debt was incurred: Various	3. If court judgment, date obtai	ned:
6/30/05 -10/20/05		
4. Classification of Claim. Check the appropriate box or boxes that best See reverse side for important explanations. Unsecured Nonpriority Claim s 216,201.71 Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.	Secured Claim.	is secured by collateral (including a right of
Unsecured Priority Claim.	Value of Collateral \$	
☐ Check this box if you have an unsecured claim, all or part of which is entitled to priority		harges at time case filed included in
Amount entitled to priority \$		
(a)(1)(B). Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's	☐ Up to \$2,225* of deposits toward p for personal, family, or household u☐ Taxes or penalties owed to governu☐ Other - Specify applicable paragraps * Amounts are subject to adjustment on 4/1 with respect to cases commenced on or	mental units - 11 U.S.C. § 507(a)(8). ph of 11 U.S.C. § 507(a)(). 1/07 and every 3 years thereafter
5. Total Amount of Claim at Time Case Filed: \$ 216,301	7\	216,301.71
(Unsecured) Check this box if claim includes interest or other charges in addition to the prin	(Securea)	(Priority) (Total) zed statement of all interest or additional charges.
6. Credits: The amount of all payments on this claim has been credited and deduce 7. Supporting Documents: Attach copies of supporting documents, such as prom statements of running accounts, contracts, court judgments, mortgages, security DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim and copy of this proof of claim Date: Sign and print the pame and title, if any, of the creditor of power of attorney, if any):	issory notes, purchase orders, invoices, agreements, and evidence of perfection le, explain. If the documents are voluminm, enclose a stamped, self-addressed en	tentized i of lien. nous, velope (attach copy
	J. J. [11 ~] 11 6	, <u></u> _

Transfer of Claim

Delphi Automotive Systems, LLC, Delphi Corporation, et al.

This agreement (the "Agreement") is entered into between **Dynamic Corporation** ("Assignor") and Sierra Liquidity Fund, LLC or assignee ("Assignee") with regard to the following matters:

- 1. Assignor in consideration of the sum of current amount outstanding on the Assignor's trade claim (the "Purchase Price"), does hereby transfer to Assignee all of the Assignor's right, title and interest in and to all of the claims of Assignor, including the right to amounts owed under any executory contract and any respective cure amount related to the potential assumption and cure of such a contract (the "Claim") against Delphi Automotive Systems, LLC, Delphi Corporation, et al. (affiliates, subsidiaries and other related debtors) (the "Debtor"), in proceedings for reorganization (the "Proceedings") in the United States Bankruptcy Court of New York, Southern District, in the current amount of not less than \$216,301.71 (Two Hundred Sixteen Thousand Three Hundred One and 71/100) ["the Claim Amount"], and all rights and benefits of the Assignor relating to the Claim including, without limitation, Assignor's rights to receive interest, penalties and fees, if any, which may be paid with respect to the Claim, and all cash, securities, instruments, cure payments arising from a contract assumption, and other property which may be paid or issued by the Debtor in satisfaction of the Claim. The Claim is based on amounts owed to Assignor by Debtor as set forth below and this assignment is an absolute and unconditional assignment of ownership of the Claim, and shall not be deemed to create a security interest.
- 2. Assignee shall be entitled to all distributions made by the Debtor on account of the Claim, even distributions made and attributable to the Claim being allowed in the Debtor's case, in an amount in excess of the Claim Amount. Assignor represents and warrants that the amount of the Claim is not less than the Claim Amount, that this amount is the true and correct amount owed by the Debtor to the Assignor, and that no valid defense or right of set-off to the Claim exists.
- 3. Assignor further represents and warrants that no payment has been received by Assignor or by any third party claiming through Assignor, in full or partial satisfaction of the Claim, that Assignor has not previously assigned, sold or pledged the Claim, in whole or in part, to any third party, that Assignor owns and has title to the Claim free and clear of any and all liens, security interests or encumbrances of any kind or nature whatsoever, and that there are no offsets or defenses that have been or may be asserted by or on behalf of the Debtor or any other party to reduce the amount of the Claim or to impair its value.
- 4. Should it be determined that any transfer by the Debtor to the Assignor is or could have been avoided as a preferential payment, Assignor shall repay such transfer to the Debtor in a timely manner. Should Assignor fail to repay such transfer to the Debtor, then Assignee, solely at its own option, shall be entitled to make said payment on account of the avoided transfer, and the Assignor shall indemnify the Assignee for any amounts paid to the Debtor. If the Bar Date for filing a Proof of Claim has passed, Assignee reserves the right, but not the obligation, to purchase the Trade Claim for the amount published in the Schedule F.
- 5. Assignor is aware that the Purchase Price may differ from the amount ultimately distributed in the Proceedings with respect to the Claim and that such amount may not be absolutely determined until entry of a final order confirming a plan of reorganization. Assignor acknowledges that, except as set forth in this agreement, neither Assignee nor any agent or representative of Assignee has made any representation whatsoever to Assignor regarding the status of the Proceedings, the condition of the Debtor (financial or otherwise), any other matter relating to the proceedings, the Debtor, or the likelihood of recovery of the Claim. Assignor represents that it has adequate information concerning the business and financial condition of the Debtor and the status of the Proceedings to make an informed decision regarding its sale of the Claim.
- 6. In the event that the Claim is disallowed, reduced, subordinated, or impaired for any reason whatsoever, Assignor agrees to immediately refund and pay to Assignee, a pro-rata share of the Purchase Price equal to the ratio of the amount of the Claim disallowed divided by the Claim, plus 8% interest per annum from the date of this Agreement. The Assignee, as set forth below, shall have no obligation to otherwise defend the Claim, and the refund obligation of the Assignor pursuant to this section shall be absolutely payable to Assignee without regard to whether Assignee defends the Claim. The Assignee or Assignor shall have the right to defend the claim, only at its own expense and shall not look to the counterparty for any reimbursement for legal expenses.
- 7. To the extent that it may be required by applicable law, Assignor hereby irrevocably appoints Assignee as its true and lawful attorney and authorizes Assignee to act in Assignor's stead, to demand, sue for, compromise and recover all such amounts as now are, or may hereafter become, due and payable for or on account of the Claim. Assignor grants unto Assignee full authority to do all things necessary to enforce the Claim and Assignor's rights thereunder. Assignor agrees that the powers granted by this paragraph are discretionary in nature and that the Assignee may exercise or decline to exercise such powers at Assignee's sole option. Assignee shall have no obligation to take any action to prove or defend the Claim's validity or amount

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in the Proceedings or in any other dispute arising out of or relating to the Claim, whether or not suit or other proceedings are commenced, and whether in mediation, arbitration, at trial, on appeal, or in administrative proceedings. Assignor agrees to take such reasonable further action, as may be necessary or desirable to effect the Assignment of the Claim and any payments or distributions on account of the Claim to Assignee including, without limitation, the execution of appropriate transfer powers, corporate resolutions and consents.

- 8. Assignor shall forward to Assignee all notices received from the Debtor, the court or any third party with respect to the Claim, including any ballot with regard to voting the Claim in the Proceeding, and shall take such action with respect to the Claim in the proceedings, as Assignee may request from time to time. Assignor acknowledges that any distribution received by Assignor on account of the Claim from any source, whether in form of cash, securities, instrument or any other property or right, is the property of and absolutely owned by the Assignee, that Assignor holds and will hold such property in trust for the benefit of Assignee and will, at its own expense, promptly deliver to Assignee any such property in the same form received, together with any endorsements or documents necessary to transfer such property to Assignee.
- 9. In the event of any dispute arising out of or relating to this Agreement, whether or not suit or other proceedings is commenced, and whether in mediation, arbitration, at trial, on appeal, in administrative proceedings, or in bankruptcy (including, without limitation, any adversary proceeding or contested matter in any bankruptcy case filed on account of the Assignor), the prevailing party shall be entitled to its costs and expenses incurred, including reasonable attorney fees.
- 10. The terms of this Agreement shall be binding upon, and shall inure to the benefit of Assignor, Assignee and their respective successors and assigns.
- 11. Assignor hereby acknowledges that Assignee may at any time further assign the Claim together with all rights, title and interests of Assignee under this Agreement. All representations and warranties of the Assignor made herein shall survive the execution and delivery of this Agreement. This Agreement may be executed in counterparts and all such counterparts taken together shall be deemed to constitute a single agreement.
- 12. This contract is not valid and enforceable without acceptance of this Agreement with all necessary supporting documents by the Transferee, as evidenced by a countersignature of this Agreement. The Assignee may reject the proffer of this contract for any reason whatsoever.
- 13. This Agreement shall be governed by and construed in accordance with the laws of the State of California. Any action arising under or relating to this Agreement may be brought in any state or federal court located in California, and Assignor consents to and confers personal jurisdiction over Assignor by such court or courts and agrees that service of process may be upon Assignor by mailing a copy of said process to Assignor at the address set forth in this Agreement, and in any action hereunder, Assignor and Assignee waive any right to demand a trial by jury.

If you	have	filed	a Proof	of Claim	please cl	ieck here:	
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Please include invoices, purchase orders, and/or proofs of delivery that relate to the claim.

Assignor hereby acknowledges and consents to all of the terms set forth in this Agreement and hereby waives its right to raise any objection thereto and its right to receive notice pursuant to rule 3001 of the rules of the Bankruptcy procedure.

IN WITNESS WHEREOF, the undersigned Assignor hereto sets his hand this 6th day of December, 2005.

ATTEST

Mr. Hugh F. Broersma President Dynamic Corporation 2565 Van Ommen Drive Holland, MI 49424

Ph: 616-399-2200 F: 616-399-1604

Email: hughb@hol.dynamicinc.com

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MOR! DANGE CERTAIN

Agreed and Acknowledged

Mr. James S. Riley, Managing Member Sierra Liquidity Fund, LLC 2699 White Road, Ste. 255 Irvine, CA 92614 949-660-1144

Ву

www.sierrafunds.com

2699 White Road, Suite 255; Irvine, CA 92614 949-660-1144 extension 28; Fax: 949-660-0632

saugust@sierrafunds.com

December 20th, 2005

This cover letter serves to clarify the status of the filed proof of claim for Sierra Liquidity Fund, LLC ("SLF"); Assignee: Dynamic Corporation. Dynamic Corporation has assigned to Sierra Liquidity Fund, LLC the "Residual Trade Claim" owed to Dynamic Corporation for unpaid pre-petition invoices. The Residual Trade Claim, in the amount of \$216,301.71, is defined by the executed agreement by and between Dynamic Corporation and Delphi Corporation under the terms of the "Human Capital Obligation Order" (as Attached).

The following should help serve to reconcile the "Residual Trade Claim" amount, the attached Summary Spreadsheets, and the attached supporting documentation (Invoices, Purchase Orders, etc.):

• Total Amount of Pre-Petition Claim = \$572,583.83

• Less Human Capital Trade Claim @ 95% of Contract Labor Amount = (\$338,468.00) --- Not Assigned to SLF

• Less 5% Portion of Contract Labor Amount Forgiven by Dynamic = (\$17,814.12) ---- Not Assigned to SLF

Residual Trade Claim =

\$216,301.71 --- Assigned to SLF.

The Residual Trade Claim (as further broken out by supporting claim documentation and summary sheets) consists of the following amounts:

• Dynami	c Corporation, Prototype Center =	\$20,144.65
	c Corporation, EMC Chamber =	\$42,413.53
	c Corporation, SOW =	\$0
	c Corporation, Testing Lab =	\$19,395.53
	c Prototype Operations, Dynamic Design Inc. =	\$134,348.00

Total Residual Trade Claim Assigned to Sierra Liquidity Fund = \$216,301.71

This cover sheet and the attached documentation should serve to clarify the filed Proof of Claim for Sierra Liquidity Fund, LLC; Assignee: Dynamic Corporation. Should you have questions regarding the filed claim, please contact us at the number listed below.

Regards,

Scott D. August, CFA
Sierra Liquidity Fund, LLC
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PRIVILEGED AND CONFIDENTIAL

DELPHI

TO DYNAMIC COLP.
Holland, Hickogan

Date: 11/30/05

= Deac Walued Supplier:

As you are no doubt aware, on October 8, 2005 (the "Pcinion Date"),
Delphi Corporation and certain of its U.S. affiliates (collectively, the "Debiors"), filed
voluntary petitions under chapter 11 of the United States Bankruptcy Code in the United
States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Cases"
and the "Hankruptcy Court," respectively). The Debtors have received the Bankruptcy
Court's authority to pay certain suppliers in recognition of the importance of continuity in
our business operations and our desire that the Bankruptcy Cases have as little effect on
our operations as possible.

In accordance with the authority granted to them under the "Human Capital Obligation Order" (the "Order"), the Debtors are making the payment included herewith. The Debtors will provisionally pay you 95 % of your estimated prepetition trade claim for obligations related to contract labor that meet the conditions for payment under the Order (net of any setoffs, credits or discounts), or \$338,468.00 (the "Human Capital Trade Claim"). Debtors acknowledge that you do not waive your rights with respect to that portion of the final prepetition trade balance that is not paid to you for amounts that are not related to the Human Capital Trade Claus hereunder (the "Residual Claim), provided, however, that in no event will the Human Capital Trade Claim and the Residual Trade Claim exceed the final prepetition trade claim balance nor shall the amount of the Residual Trade Claim exceed \$216.301.71. You hereby acknowledge and agree that the amount of the Human Capital Trade Claim is based upon the Debtors' books and records and subject to reconciliation with your books and records. To the extent that this reconciliation results in the amount of your actual prepetition trade claim being less than the estimated amount of your prepetition trade claim, you agree to promptly disgorge any excess amount of the Human Capital Trade Claim. In exchange for receiving such payment, you hereby agree that you no longer have any prepention amounts owing to you with respect to the Human Capital Trade Claim and that you will forever waive any and all claims, rights or causes of action related to any such prepetition amounts.

Further, in exchange for receiving payment of the Human Capital Trade Claim, you hereby agree that you have reviewed the terms and provisions of the Order and that you consent to be bound by such terms, including, without limitation, the extension of normal and customary trade terms, practices and programs.

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> You also hereby acknowledge and agree that you continue to be bound by the terms of each agreement between you and one or more of the Debtors, including, without limitation, the general terms and conditions applicable thereto, except to the extent modified by the terms of this agreement and the United States Bankniptcy Code.

> The Debtors expressly reserve all of their rights at law and in equity, including, without limitation, all of their rights as debtors-in-possession under the United States Bankruptcy Code. Without limiting the generality of the foregoing sentence, this agreement, and any payment made hereunder, does not constitute (a) a waiver of the Debtors rights (i) to dispute any claim, (ii) to reject any agreement, contract, purchase order or other document under section 365 of the United States Bankruptcy Code, or (iii) to take, or refrain from taking any other action under any applicable section of the United States Bankruptcy Code or any other applicable law, or (b) an approval, adoption or assumption of any agreement, contract, purchase order or other document under section 365 of the United States Bankruptcy Code or any other applicable law, all of the Debtors' rights with respect to which are expressly reserved.

If you have any questions about this Agreement or our financial restructuring, please do not hesitate to call (866) 688-8679.

Sincerely.

DELPHI CORPORATION

ACCEPTED AND AGREED BY:

Dynamic Pre-Petition Invoices to Delphi

12/21/2005

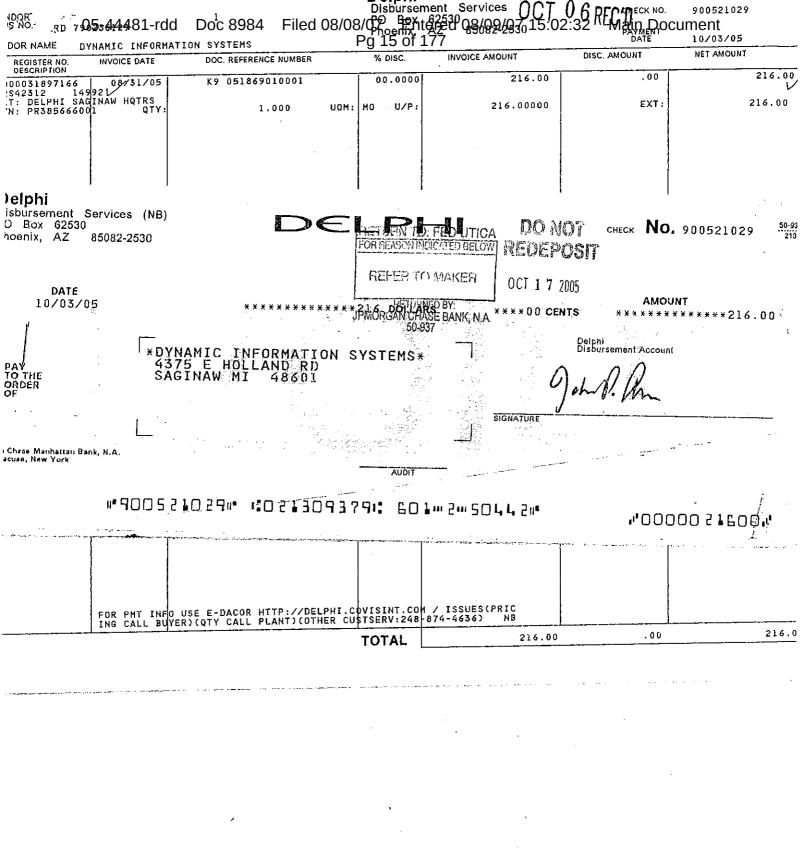
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REMIT DUNS INVOICE DATE PO INV AMOUNT LABOR MATERIALS % LAB		\$1,396,80	\$1,636.80	S2S49423	10/20/2005	15207	147749089	Dynamic Corporation		arile Design Inc
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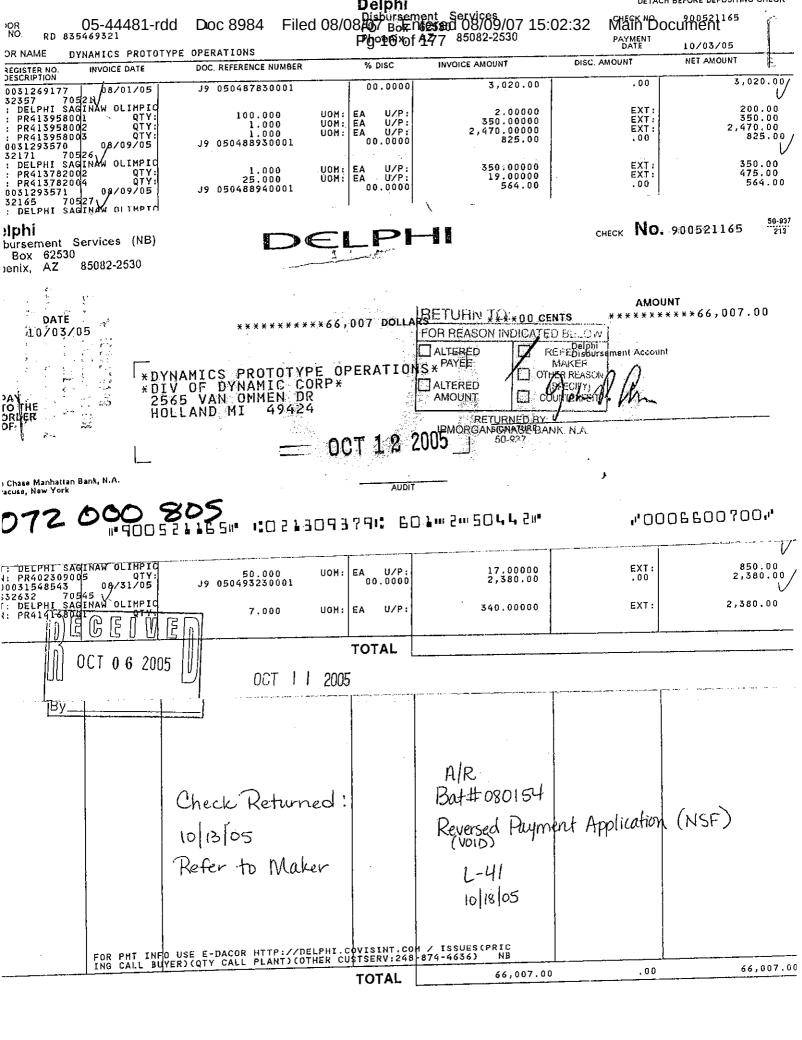
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ATTN: DAVE MCGREGOR / JOE ZIELINSKI

DELPHI STEERING SYSTEMS

2193 Executive Hills Blvd. L Aubum Hills, MI 48326 D

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Holland, MI 49424 2565 Van Ommen Dr. **Dynamic Corporation**

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\$220,619.54	\$1.00	220,819.54	PR347225 004	100810 THRU 101663	ntered 08/0 177
		Units	Stem Code	namo Project#)9/ 0
Release#.	EO#7 S2S34178	MNS-2	09/30/05	15108	15:02
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Line from: PR347225 004 -Outside Services Building Personnel

DYNAMIC CORPORATION ATTN: DAVE MCGREGOR / JOE ZIELINSK!

TIME PERIOD: 8/5/2005 - 10/1/2005

FIVURIAY PRATES EMPLOYEE NAME ST OT PY ST OTAL 8 83.20 \$ 8.272.00 \$ 9.55.50 \$ 4.400 \$ 8.272.00 \$ 9.55.50 \$ 9.55.50 \$ 44.50 \$ 8.272.0 \$ 9.55.50 \$ 9		101495 Advisor III.5		位 01616 Purchasing II 位 7 位 7 位 7 位 7 位 7 位 9 位 9 位 9 位 9 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Oto1441 Purchasing III	N Staff Manager I N N N N N N N N N N N N N N N N N N N	
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\$ 6,300.00 \$ 10,465.00 \$ 4,788.00 \$ 10,032.00 \$ 4168.00 \$ 4168.00 \$ 4168.00 \$ 4168.00	4.00 0.00 \$ - \$ 186.40 \$ Advisor II.5 Total \$ 0.00 0.00 \$ 4,712.00 \$ - \$ 38.00 8.00 \$ 4,880.00 \$ 1,531.40 \$ Advisor II Total \$ 41	0.00 0.00 \$ 5.018.00 \$ \$ \$ 0.00 0.00 \$ 5.018.00 \$ \$ 0.00 \$ 5.018.00 \$ \$ \$ 0.00 0.00 \$ 4,896.00 \$ \$ 4,001 \$ 4,896.00 \$ \$ \$	Quality Engineer II.5 Total \$ 0.00 0.00 \$ 5.018.00 \$ - \$ Quality Engineer II Total \$ 0.00 0.00 \$ 5.145.00 \$ - \$ 0.00 0.00 \$ 5.320.00 \$ - \$	0.00 0.00 \$ 4,788.00 \$ - \$ 0.00 0.00 \$ 7,788.00 \$ - \$ Purchasting II Total \$ 0.00 0.00 \$ 5,168.00 \$ - \$ 0.00 0.00 \$ 5,168.00 \$ - \$	### 15.00 0.00 \$ 5,145.00 \$ 682.50 \$ ###################################	0.00 0.00 \$ 6,232.00 \$. \$ 0.00 0.00 \$ 6,300.00 \$. \$	ST OT PY ST TOTAL 3 188.00 15.00 0.00 \$ 8,232.00 \$ 955.50 \$ 152.00 0.00 \$ 6,916.00 \$ \$

Page 1 of 4

10/26/2005

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	: PERIOD:	TIME PERIOD:	うら	الم نح	Ŕ		ATTN: DAVE MOGREGOR / JOE ZIEI WEVI	ATTN: DAV			William Ciddi No: 5/5341/8	
		ļ	í () <)		DYNAMIC CORPORATION	Να			Purchase Order No. Soco.	D

10/26/2005

Page 2 of 4

Bundled Service Spreadsheet

10/28/2005	05-44481-rdd	Doc 8984	Filed 08/08/07 I Pg 22 (Entered 08/09/07 of 177	15:02:32 Job 11:00	ein Dogument	Purch
2005					Arquo	D D DRSd795 004	Putchase Order No: S2S34176
一		the part of the fact of the table of	·		840,546.60 ///////////////////////////////////		3: 37.50 3.48.75 s
Page 3 of 4					S. J.	Ron Schultz (Wk. Endings 9/4, 9/11, 9/ 9/25) Totals:	ATTN: DAVE MCGREGOR / JOE ZIELINSKI
			·			18, 141.00 0.00 0.00 \$ 4,158.50 \$ - Outside Services - Kohler Contracting Total 0.00 0.00 \$ 4,158.50 \$ - Outside Services - Bartoch Total 0.00 0.00 \$ 266.75 31.00 \$ 208,713.44 \$ 10,842.23	152.00 0.00 0.00 \$ 5,700
Bundled Service Spreadsheet					ZZ0,34Z.60	ordracting Total \$ 5,700.00 1.50 \$ \$ \$ \$ 4,159.50 3.44 \$10,842.23 \$ 1,586.83	,

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18 Working Days Week Endings 9/10, 9/17 9/24, 10/1

D5-44481-rdd Doc 8984	tere 7 History Cost Reduction Credit (24% / per hour) Profesitar Cost Reduction Credit (14% / per hour) Profesitar Expeditor Cost Reduction Credit (14% / per hour) Futh Cost Reduction for Time Period: \$55,005 - 104/2005 Total Invoice \$15108 Filed	Nilitodi \$ 800.94 5% \$ 945.99 84.152.57	cilca \$ 89.47 5% \$ 83.94	Circuit City \$ 1,483.99 5% \$ 1,550.19	Оультис 9 880.00 0% 5	TREIB 9 405.51 5% 5	Dynamic \$ 138.50 5% E	2 ton 31 Sec +	ege run; rr.4/23 W3, Gestide Services Building Maintonance, Information Technology, First Ontice and the Services Information Technology,		Consumera Energy 8 5,428.89 8% 3	92.43 5%	Outria Visita Turp. Water & Sewer Doot 1 200 755 504	Vendor Cost Head in	Outside Services Building Monthly Utilities Job #101429	Line them: PRIM7325 002	
	(\$75.38) (\$247.68) \$323.08 \$15108	99 Chast parts	B3.94 HP Leserget 2500 Black Toner Carindge - Thm Spenn	-+	8			 		207.85		Wake					

Total for Building Personnel
minus Pre-Contract Pro-Contract
Expeditor Cost Reduction

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<u>!</u>		5 Warking Days 10/3/05 - 10/8/05	Time Period:	MID CO 11-11-05	A Due	05-44
.	See last 2 pages attached Materials = -22,880.87	ITEM 004	(Please reference attached spreadsheet)	(Please reference attached spreadsheet)	(Please reference a	181-rdd D
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13.00	Release#	S2S34176	MNS-2	10/20/05	15204),mamic/Broject#	07 15:0
			Therms	Date	Invoice	2:32
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* : **	Dynamic Corporation 2565 Van Ommen Dr. Holland, MI 49424	SWS	DELPHI STEERING SYSTEMS 3900 E. HOLLAND ROAD SAGINAW, MI 48601-9494	Holland, MI 49424 O T 2193 Executive Hills Blvd. L Auburn Hills, MI 48326 D	•	Document
7'	N		**** · · · · · · · · · · · · · · · · ·	375 E. Holland, Rd. Saginaw, MI 48601	O I INWINIC	į (X

Outside Services Bullding Personnel

Line Item: PR347225 004 -

DYNAMIC CORPORATION ATTN: DAVE MCGREGOR / JOE ZIELINSKI

10/3/2005 - 10/8/2005 TIME PERIOD:

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1,960.00

PT

0 0 101495 Advisor II 0101441 05-44481 rdo OCU 101397 8984 01671 Hiled Ho1403 an 101625 3/<u>0.</u> P@ terec 17 2361 N101399 0101560 Material Coordinator II.5 103402 Quality Engineer II.5 101533 | Hardware Support II.5 101398 25 Advisor II.5 Manufacturing Engineer II.5A Quality Assurance IV Quality Engineer II Purchasing II Purchasing III Programming / Hardware Support IV Staff Manager I Staff Manager II.5 Staff Manager III JOB DESCRIPTION 69 49 69 c) 31.00 33.00 33.00 35.00 32.00 35.00 \$45.50 45.50 34.00 31.50 49.00 34.00 \$44.20 \$ 35.00 43.75 41.00 ST HOURLY RATES \$45.50 \$44.20 \$40.30 \$41.60 \$42.90 \$42.90 \$40.95 \$45.50 \$56.88 \$53.30 \$59.15 \$ \$63.70 €9 65 69 43 S 49 ÷ 69 69 49 67 59.50 52.70 54.40 56.10 77.35 59.50 56.10 69.70 53.55 57.80 59.50 74.38 57.80 꼭 83.30 Bonnie Wachowicz 1335 Benjamin Welke 1262 Joe Melzo 1336 Elaine Neuenfeldt 1166 Bob Sciba 881 Jean Esckelson 440 Chet Sielinski 866 Rob Wendling 1183 Chad Stopjik 1182 Eric Gilmour 1104 Jay Mikoleizik 564 Dennis Olson 1058 EMPLOYEE NAME Ken Hayden 517 Craig Guster 73 Tim Spann 367 Jean Lang 179 Bob Tuggle 40.00 6.6 40.00 40.00 40.00 40.00 40.00 6.00 40.00 40.00 40.00 40.00 S 40.00 40.00 TOTAL HRS Programming / Hardware Support IV Total 10.00 0.00 5.00 0.00 0.00 0.00 2.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 Manufacturing Engineer II.5A Total 0.00 \$ 1,400.00 | \$ 0.0 8 0.00 \$ 1,280.00 \$ 0.00 \$ 1,320.00 0.00 \$ 1,320.00 Quality Engineer II.5 Total 0.00 \$ 1,260.00 \$ Τd 0.00 \$ 1,320.00 \$ 0.00 \$ 1,360.00 | \$ Purchasing III Total 8 0.00 \$ 1,400.00 \$ 0.00 0.00 \$ 1,960.00 \$ Quality Assurance IV Total Hardware Support II.5 Total en en Quality Engineer II Total 1,240.00 \$ 1,240.00 \$ Staff Manager II.5 Total Staff Manager III Total 1,750.00 \$ 1,640.00 \$ 1,820.00 \$ Staff Manager I Total TS Purchasing II Total Advisor II.5 Total Advisor II Total €S €S TOTAL \$ 227.50 403.00

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11/23/2005

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DYNAMIC CORPORATION ATTN: DAVE MCGREGOR / JOE ZIELINSKI

TIME PERIOD: 10/3/2005 - 10/8/2005

TIME PERIOD: 10/3/2005 - 10/8/2005

2,360.00

1,500.00

Page 7 of 12

ATTN: DAVE MCGREGOR / JOE ZIELINSKI

10/3/2005 - 10/8/2005 TIME PERIOD:

DYNAMIC CORPORATION

05-44481-rdd

Mark-up

Receivables \$ 234.85

Water / Sewer Sep-2005 Electric 9/29 - 10/8 (35)

Description

Gas 9/29 3 10/8 3 15

√Fork Truck, Options and Misc. Services Outside Services Building Maintenance, Information Technology,

5: \$15251

Waste Management Dynamic

Vendor

Cost (74.43)

Mark-up

Receivables

Description

(78.15)

5%

(106.33)

Oct-2005 Service; Credit for 10/9 - 10/31 Fork Truck Maintenance Oct-2005; Credit for 10/9 - 10/31

Van Transport - Oct-05; Credit for 10/9 - 10/31

S15254

Operation Cost Reduction Credit (3/4% / per hour)

Total

Operation Cost Reduction Credit (1/2% / per hour)

Total

Operation Cost Reduction Credit (1/2% / per hour)

Total

Operation Cost Reduction Credit (1/2% / per hour)

Total

Total % -\$837.38 (652,90)

Total Invoice #15204

(\$20.11) (\$106.32)

\$126.43

\$37,286.68

5 Working Days Week Ending 10/8

minus Pre-Contract / Pro-Contract Total for Building Personnel Expeditor Cost Reduction

60,167.55

Page 8 of 12

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Gold - Dynamic Manager

SUMMINIC

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	eriod: ·							S2S54444	EO:H:O:H:		L	SYSTEMS R DAD E TO	act land
			\$34,088.00				\$34,088.00		Releases A			Dynamic Corporation 2565 Van Ommen Dr. Holland, MI 49424	arks Sk

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Saginaw, MI 48601

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		INVOICES MUST BE SENT TO: G.WEISS/757-5824 LPHI SAGINAW TO INSURE ENT. FAILURE TO DO SO MAY RESULT N-PAYMENT OF INVOICES. PURCHASE ORDER R AND APPROPRIATE ITEM IDENTIFICATION ERS MUST APPEAR ON ALL INVOICES. (IN) TTO AUDIT* CCEPTANCE OF THIS PURCHASE ORDER THE SELLER OF S AND/OR SERVICES GRANTS BUYER THE RIGHT TO AUDIT CHARGES AND AGREES THAT ALL RECORDS SUPPORTING SES. (INCLUDING THOSE OF SUBSIDIARIES AND AFFIL- S TO WHOM WORK HAS BEEN CONTRACTED) WILL BE LABLE FOR AUDIT BY DELPHI AUTOMOTIVE FOR	O5-44481-rdd Doc 8984 AT DELPH IN NOMBERS NUMBERS ALL CHARGES IATES IO AVAILABL	05-44481-rdd Doc 8984
HRS	5.0000	ASE MACHINE TIME ORDERED: G.WEISS/757-5824	400 PR373415 002	Filed 08/
HRS	29.1000	ECT COORDINATOR STRAIGHT TIME 08/31/04 B 0.00% DRDERED: G.WEISS/757-5824	7 35 400 PR373415 001 PR0JECT 08/P WHO ORDE	
		FOLLOWING CURRENCY AGAINST MBO S2B02674		Entered 08
PRICE UNIT OF	BASE UNIT PRICE	DATE REQUIRED TAX CODE! %	O ORDERED ITEM IDENTIFICATION NO. NOUN	/09/
		SHIPPING POINT SEE BELOW	2ND DAY OF 2ND MONTH	D7 1
AGENT	PURCHASING AGENT	The state, including be turns and conditions to which Staller agrees by acceptance at this state; and conditions the complete and final systems between both the state of the	400 <i>/</i>	5:02:3
-4048	989-757 S RUDZINSKI S12 Buyer	Diffu	VAN UMMEN DR AND MI 4-9214 (O) 553	494 2494
ipment. g Slips and re Parcel	(2) copies of your packing slip must accompany each shipment. Item Identification Number(s) must be shown on Packing Slips and Invoices. Invoice Attn: Accounts Payable Do not Declare Valuation of Express Shipments or Insure Parcel Post.	NS 00	MONDOR NUMBER 09-294-6441	
ps.	ORDER: S2S49423 This Number Must. Appear On All Invoices, Packing Slips, Packages and Bills of Lading.	RD . US	entego AGINAW	486 286 2010
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WEYNAMIC Saginaw, MI 48601

PAGE 2	CONTINUE	ORIGINAL	BEARDSLEY	SUZANNE J	244 USER	12/
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	-5512	INVOICES MUST BE SENT TO: WALKIEWICZ/757-5512 PELPHI SAGINAW TO INSURE PHI SAGINAW TO INSURE IENT. FAILURE TO DO SO MAY RESULT ION-PAYMENT OF INVOICES. PURCHASE ORDER PROPRIATE ITEM IDENTIFICATION PROPRIATE ITEM IDENTIFICATION PROPRIATE INVOICES. (IN)	ALL INVO AT DELPH PAYMENT, IN NON-F NUMBER A NUMBERS		rdd * Doc 8984	
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ps.	PURCHASE PAGE ORDER: S2S52716 001 ### A L T E R A T I O N ### This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading. Packages and Bills of Lading.	PURCHASE ORDER: S2 ### A L T E R A T This Number Must Appear On All 1 Packages and Bills of Leding. Opinion of your packing slip must	ERING SYS.	DELPHI SAGINAW STER (3SI) SERVICE ORDER 3900 HOLLAND RD SAGINAW MI 48601	SYSTEM SHIP TO:	STEERING	DELPHI SAGINAW 3900 HOLLAND RD SAGINAW MI 44601

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Delphi Saginaw Steering Systems

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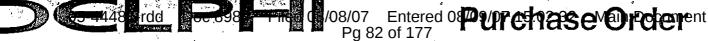
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e handed only to our PC&L Dept, failing which payment will not be made.

ASE SEND YOUR ACCEPTANCE BY SIGNING & PUTTING COMPANY SEAL ON THE PHOTOCOPY OF THIS ORDER

eries to be made as per schedules to be communicated to you from time to time. ent subject to acceptance (Excise Duty documents to accompany materials)

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For Delphi Automotive Systems Pvt.

TOTAL AMOUNT

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Plastic Injection Molding
 Design & Engineering

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Delphi Saginaw Steering Systems (3PI) Prototype Operations

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Division of Dynamic Corporation
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DYNAMIC PROTOTYPE OPERATIONS Division of Dynamic Corporation

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Plastic Injection Molding
 Design & Engineering

Delphi Saginaw Steering Systems (3PI) Prototype Operations

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> SPOINAW MI 48601 2975 NODULAR DRIVE PLANT 14 PROTYPE CENTER DELPHI SAGINA DELPHI SAGINA SAGINAW MI 48601

Deliver to:

SAGINAW STEERING SYSTEMS 3900 HOLLAND RD DELPHI SAGINAW MI 48601

Buyer:

Payment Terms: ZCAD

Incoterms: FOB- Freight Collect

DUNS No: 835469321

Vendor No: 1024986

Delivery date: 05-JAM-2006

Version Version 12:23:13 EST

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Purchase Order
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Page 1 of 7

04-NOV-2005

Currency: USD

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This Contract replaces previous contract # S3S33292.
Title to goods shall transfer from seller to buyer upon arrival at buyer's consuming plant

responsibility and will not be reimbursed by Delphi.
Supplier agrees to make deliveries according to the agreed upon delivery date(s), and to pay to Buyer liquidated damages amounting to 1.00% of the confract price per week, for each week (or part thereof) of any delay. Additional charges incurred by the supplier to achieve agreed upon delivery date are the supplier's
All wood packaging must be compliant with the International Standard Phytosanitary Measure #15 in the treatment of wood packaging materials. Please reference the "Requirements for the treatment of wood packaging materials" section of the Supplier Community Portal found on www.delphi.com for further details.
Seller acknowledges and agrees that Buyer's General Terms and Conditions and Delphi Customer Specific Requirements are incorporated in, and a part of, this contract and each purchase order, release, requisition, work order, shipping instruction, specification and other document issued by Buyer or accepted in writing by Buyer or be lectronic data interchange, relating to the goods and/or services to be provided by Seller pursuant to this contract (such documents are collectively referred to as this "Contract"). A copy of Buyer's General Terms and Conditions and Delphi Customer Specific Requirements are evaliable upon written request to Buyer or via the internet at Delphi's website, delphi-com. Seller acknowledges and agrees that it has read and the work or services which are the subject of this Contract, Seller will be deemed to have accepted this Contract and Buyer's General Terms and Conditions and Delphi Customer Specific Requirements. If Seller acknowledges and agrees to contract, Seller will be deemed to have accepted this Contract and Buyer's General Terms and Conditions and the contract and Buyer's General Terms and Conditions and the category and the category of the category and the category and the category and the category and the category agrees to accept any such proposals in writing. Buyer except to the extent that Buyer expressly agrees to accept any such proposals in writing.

Restricted, toxic, and hazardous materials - Suppliers are required to comply with current governmental and safety constraints on restricted, toxic and hazardous materials; as well as environmental, electrical and electromagnetic considerations No. 8 "Ingredients Disclosure and Special Warnings Instructions"). Commencement of any work or service under this order shall constitute seller's acceptance of these responsibilities. If you do not accept these responsibilities, please contact the appropriate Delphi's Buyer.

Delphi requires 100% on time delivery performance from suppliers. If you anticipate problems in delivering materials and/or completing services by the date
BEODEST TO THE BUYER. PLEASE COMPLY STRICTLY WITH DELPHI'S ENVIRONMENTAL AS STATED IN THE ENVIRONMENTEN REQUIREMENTS IS AVAILABLE UPON WRITTEN PLEASE COMPLY STRICTLY WITH DELPHI'S ENVIRONMENTAL REQUIREMENTS AS STATED IN THE ENVIRONMENTAL REQUIREMENTS PLASS.

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VOBURN HILLS MI 48326 DYNAMIC PROTO TYPE OPERATIONS DYNAMIC DESIGN INC

Purchase Order

450163759 Version

PO Number

01-Dec-2002 12:23:13 EST

Page 2 of 7

04-NOV-2005

Date Issued

2ND MONTH AFTER RECEIPT BEFORE BEING CONCERNED. WAIT FOR PAYMENTS TO BE MADE THE 2ND DAY OF THE RECEIPT RECORDS. 4. DO NOT SEND AN INVOICE, PAYMENT WILL BE BASED ON THE SAME AS THE PURCHASE ORDER UNIT OF MEASURE. THE UNIT OF MEASURE ON THE PACKING SLIP MUST BE TO" PERSON REFERENCED ON THE ORDER. MAILED TO THE "WHO ORDERED" PERSON AND THE "DELIVER 2ND MONTH AFTER RECEIPT OF GOODS, COPIES SHOULD BE WITH SHIPMENTS, IF PAYMENT DID NOT OCCUR 2ND DAY NUMBER MUST BE INCLUDED ON ALL PACKING SLIPS SENT IN THE DELPHI PART/ITEM NUMBER, THE PURCHASE ORDER THE FAX OR LETTER. CHASE ORDER AUMBER AND THE ITEM NUMBER AND PUT ON VIA BOTH PHONE AND FAX/LETTER, REFER TO BOTH THE PUR-HASE ORDER PRIOR TO SHIPMENT, CONVEY THIS INFORMATION YDAIZE THE BUYER OF ANY DISCREPANCIES ON THE PURC VDHEKE TO THE FOLLOWING GUIDELINES: MENT TERMS, TO ENSURE PROMPT PAYMENT YOU WILL NEED TO UPON RECEIPT OF MATERIAL AT OUR CURRENT PRICE AND PAY INVOICES TO RECEIVE PAYMENT (DO NOT SEND INVOICES). ORDER, YOUR COMPANY IS NO LONGER REQUIRED TO SEND THIS PURCHASE ORDER IS AN INVOICELESS PURCHASE THE BUYER WITH DETAILED EXPLANATION. WHATSOEVER WILL BE REPORTED PROMPTLY, IN WRITING, TO PNY CHANGES IN DELIVERY DATE FOR ANY REASON PURCHASING VIA A PURCHASE ORDER ALTERATION. MUST NOT BE MADE WITHOUT PRIOR APPROVAL BY SAGINAW LEAD TIME, WHETHER INITIATED BY SUPPLIER OR SAGINAW 012E-727(689) AO 602E-727(689) TION DEPARTMENT FOR CARRIER DESIGNATION OVER 12,000 # --- CALL DELPHI SAGINAW TRANSPORTA-ALL OTHER STATES CENTRAL TRANSPORT ОИ, (ОИТАRIO) U.S.F.HOLLAND MI, IN, IL, WI, OH ALVAN MOTOR FRT IF SHIPPING FROM--USE THESE CARRIERS: LOW LIEWS COLLECTIVELY WEIGHING 150# -12,000# BELOW LESS IF PRACTICAL, PLANT NUMBER MUST BE ON LABEL, INDIAIDANT BY LACKAGES SHOULD WEIGH NO MORE THAN 40# OR

IF PAYMENT HAS NOT OCCURRED BY THE 2ND DAY 2ND

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> YOBOKKA HILLS MI 48326 3163 EXECUTIVE HILLS BLVD DYNAMIC PROTO TYPE OPERATIONS DYNAMIC DESIGN INC

PO Number 450163759

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Date Issued

 IF THE PRINT REFERENCES A SPECIFICATION, A COPY FROM THE SAME RUN. IS KEONIKED ON I DIECE FROM EACH CAVITY OR DIE INTECTED AND CASTINGS, A COMPLETE INSPECTION CONDUCTED ON A 3 PIECE RANDOM SAMPLE FOR EACH SHIPMENT, FOR PLASTIC INJECTED, RUBBER INSPECTION SHEET. THE INSPECTION SHALL BE NOTES TO CORRELATE WITH THE DIMENSIONAL SUMMARY NUMBER ALL DIMENSIONS ON THE PRINT, INCLUDING DESCRIBED WITHIN THE GM PROCEDURE. - LEVEL AND SERIALIZATION USING THE JULIAN DATE - EACH PART REQUIRES THE PART NUMBER, REVISION SHIPMENT WITH TEST DATA SHOWING COMPLIANCE. - MATERIAL CERTIFICATION(S) TO ACCOMPANY THE "B" IS REQUIRED (WARRANT, ROADMAPPED PRINT, MATERIAL CERTIFICATION, INSPECTION SUMMARY, AND PART NUMBER REV LEVEL AND JULIAN DATE SERIALIZATION).

MATERIAL CERTIFICATION OF STATEMENT OF S CUSTOMER SPECIFIC REQUIREMENTS ARE: SUBMISSION LEVEL FROM THE GM PROCEDURE, THE DELPHI SAGINAW STEERING HAS SOME CUSTOMER SPECIFIC REQUIREMENTS THAT DIFFER PROTOTYPE GP-11". HOWEVER, DELPHI SAGINAW STEERING "FOR SUPPLIERS OF MATERIAL FOR PRE-PROTOTYPE & THE GUIDELINES OF THE GENERAL MOTORS PROCEDURE GP-11 ILEMS PRODUCED ON THIS ORDER SHALL BE COMPLIANT TO INFORMATION CONTACT TROY ROHN AT (989) 757-3095. MANDATORY FOR THIS ORDER / RELEASE, FOR FURTHER GP-11 SUBMISSION REQUIREMENTS ARE AT LEVEL "B" AND WITH DELPHI PROTOTYPE MATERIAL PROCEDURE - GPI I. ILEMS PRODUCED ON THIS ORDER TO BE IN COMPLIANCE MICHIGAN PAY PERMIT ME3800440, NY, DP00036 DIRECT PAY PERMITS, ALABAMA PERMIT NO. 224. ANALYSIS: P.O. BOX 1550, FLINT, MI. 48501-1550.
PLEASE DO NOT BILL SALES TAX AS WE HAVE OUR OWN IF IT BECOMES NECESSARY TO "BILL TO EAG DISBURSEMENT EVG DISBURSEMENTS PHONE (248) 874-4636 СОМРАНУ'S (9) DIGIT DUN AND BRADSTREET ACCOUNT NO. THE STATUS OF THE PAYMENT, YOU WILL NEED YOUR ENLEKED YOU CAN CALL "EAG DISBURSEMENTS" TO CHECK ON 7. IF IT CAN BE CONFIRMED THAT A RECEIPT HAS BEEN HECLEONICATES ENLEGED VOLHORIZING THE PAYMENT CYCLE "DELIVER TO" PERSON TO CONFIRM IF A RECEIPT HAS BEEN THE PERSON DESIGNATED AS "WHO ORDERED" OR THE

MONTH AND IN THE CASE OF SERVICES TYPE ORDERS CALL

Item 140. Material No/Item Identifier No Total Order Quantity, Plant

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Version 01-Dec-2005 12:23:13 EST

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Date Issued

04-Nov-2005

Purchase Order

YOBURN HILLS MI 48326 2193 EXECUTIVE HILLS BLVD DYNAMIC PRSIGN INC DYNAMIC DESIGN INC

Motes Continued:

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DELPHI SAGINAW STEERING PROTOTYPE OPERATIONS AT 989-757-3095. THE GP-11 REQUIREMENTS, CONTACT GREG ROVOLL AT MECESSARY. IF YOU WOULD LIKE INFORMATION CONCERNING ORDER IS FOR TOOLING, THE GP-11 REQUIREMENTS ARE NOT ORIGINAL REQUIREMENT OF THE PURCHASE ORDER. IF THE INSPECTION EXPENSES REQUIRED TO MEET THE SHIPPED WITHOUT PROTOTYPE APPROVAL, THE SUPPLIER ACCEPTS RESPONSIBILITY FOR ALL TRANSPORTATION AND EXPEDITOR AUTHORIZED THE SHIPMENT. IF MATERIAL IS DOCUMENTS AND MAY ISSUE A PR & R EVEN THOUGH THE QUALITY WILL DO A THOROUGH REVIEW OF ALL OF THE GP-11 OF THE PURCHASE ORDER), DELPHI STEERING PROTOTYPE INSPECTION EXPENSES TO MEET THE ORIGINAL REQUIREMENT MAY BE ÁSSESSED TRANSPORTATION, REWORK, AND AMOUNT) WILL BE ASSESSED. IN ADDITION, THE SUPPLIER VALUE OF THE PURCHASE ORDER (WHICHEVER IS LESSER MATERIAL IS SHIPPED, IF MATERIAL IS SHIPPED WITHOUT PROTOTYPE APPROVAL, A PROCESSING FEE OF \$500 OR THE THE PROTOTYPE EXPEDITOR AND OBTAIN A RELEASE BEFORE MUST REVIEW THE STATUS OF GP-11 DOCUMENTATION WITH PROBLEM REPORT AND RESOLUTION (PR & R), WHEN GP-11 OF GP-11, PRODUCTION SUPPLIER MUST BE REGISTERED WITH COVISINT, ANY NON-COMPLIANCE TO THE REQUIREMENTS MAY RESULT IN THE ISSUANCE OF A PPAP SUBMISSION THAT IS "PENDING APPROVAL" IN PLACE A GP-11 SUBMISSION, THE PPAP MUST INCLUDE AN APPROVED

WARRANT SIGNED BY THE CUSTOMER, YOU CANNOT SUBMIT A BELOW, IF SUBMITTING A PPAP SUBMISSION IN PLACE OF DOCUMENT MAY BE OBTAINED BY CONTACTING THE NUMBER IN A DOCUMENT TITLED "GP-11 MADE SIMPLE", THIS DELPHI SAGINAW STEERING REQUIREMENTS ARE SUMMARIZED PRIOR TO SUBMITTING THE PARTS FOR SHIPMENT. BACK OF THE WARRANT TO ACCEPT THE DEVIATION(S) PROCURING DELPHI ENGINEER MUST SIGN OFF ON THE WARRANT AND FAX IT TO THE APPROPRIATE DELPHI THE CORRECTIVE ACTION ON THE BACK OF THE MUST BE CIRCLED. THE SUPPLIER MUST COMPLETE OLT OF TOLERANCE SPECIFICATION DIMENSION(S) PARTS, INSPECTION RESULTS MUST BE RECORDED. STARRED* DIMENSIONS) MUST BE MEASURED ON ALL ALL KEY PRODUCT CHARACTERISTICS (KPC'S AND COMMON REQUIREMENTS ARE: SUBMISSION. OF THAT SPECIFICATION MUST BE INCLUDED WITH THE

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Purchase Order

YOBOKH HITT? WI 48370 3103 EXECOLIAE HITT? BTAD DANYWIC BKOLO LABE OBEKYLION? DANYWIC DESIGN INC

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TO BE HELD AT SELLER'S PLANT AND ARE NOT TO BE MOVED AS THE BUYER INMEDIATELY ATTER THE TOOLING BE SUBMITTED TO THE BUYER IMMEDIATELY ATTER THE TOOLING IS SUCH, ALL PURCHASE ORDERS FOR PROPERLY, TOOLING IS SUCH, ALL PURCHASE ORDERS FOR PROPERLY TOOLING IS SUCH AND ARE NOT TO BE MOVED. PROCESSING OF THE PARTS(S) ON THIS PURCHASE ORDER ARE ANY TOOLS MANUFACTURED/PROCURED SPECIFICALLY FOR THE ATOOLS - PROPERTY OF & RIGHT TO AUDIT* BY BUYER EXCEPT TO THE EXTENT THAT BUYER EXPRESSLY WHICH SELLER PROPOSES WILL BE DEEMED TO BE REJECTED WHICH SELLER PROPOSES WILL BE DEEMED TO BE REJECTED WILLIAMS AND CONDITIONS) MITHOUT MODIFICATION, ANY ADDITIONS TO, CHANGES GENEKAL TERMS AND CONDITIONS IN THEIR ENTIRETY DEEMED AT THE AUTO CONTRACT IN WRITING OR
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THE SUBJECT OF THIS CONTRACT AND BUYER'S SELLER ACKNOWLEDGES AND AGREES THAT IT HAS KEAD. INFORMATION", AND THEN "DOP SUPPLIER GUIDELINES ATTACHMENT C GENERAL TERMS AND CONDITIONS"). COMMUNITY PORTAL, THEN CLICK ON "SUPPLIER STANDARDS"

THEN "ATTACHMENTS, FORMS, AND ADDITIONAL "SUPPLIERS" IN THE HEADER AND THEN "SUPPLIER AT DELPHI'S WEBSITE, DELPHI.COM (BY CLICKING ON UPON WRITTEN REQUEST TO BUYER OR VIA THE INTERNET BUYER'S GENERAL TERMS AND CONDITIONS IS AVAILABLE KELEKKED LO VZ LHIZ "CONLKYCL")" V COŁA OŁ LHIZ CONLKYCL (ZNCH DOCNWENLZ YKE COLLECLIAELA SERVICES TO BE PROVIDED BY SELLER PURSUANT TO DATA INTERCHANGE, RELATING TO THE GOODS AND/OR WHETHER EXPRESSED IN WRITTEN FORM OR BY ELECTRONIC ISSUED BY BUYER OR ACCEPTED IN WRITING BY BUYER, MORK ORDER, SHIPPING WID OTHER DOCUMENTS RELEASE, REQUISITION A PART OF, THIS CONTRACT AND EACH PURCHASE ORDER, TERMS AND CONDITIONS ARE INCORPORATED IN, AND YCKNOMLEDGES AND AGREES THAT BUYER'S GENERAL FOUND ON THE WEB SITE LISTED BELOW. SELLER TERMS AND CONDITIONS DATED JANUARY, 2001 ARE NOT VALID. DELPHI'S TERMS AND CONDITIONS CAN BE SIDE OF THE PURCHASE ORDER AND THE REFERENCE TO TERMS AND CONDITIONS PRINTED ON THE REVERSE beautino SeteM

Item No. Material Nositem Identifier No Total Order Quantity Plant
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Purchase Order

YOBOKKA HIFT? WI 48376 DAKAYWIC BKOLO LABE OBEKYLION? DAKAYWIC DEZIGA INC

OF WHICH SUPPLIER HAS RECEIVED A COPY TERMS AND CONDITIONS SEPTEMBER 2004, APPLY PURCHASE ORDER. REQUIREMENTS WILL ULTIMATELY DELAY ISSUANCE OF A YOUR QUOTE. ANY DEVIATION FROM THE ABOVE AFTER PPAP. (3) QUOTES WITHOUT PROPER DOCUMENTATION ARE SUBJECT TO MON-ACCEPTANCE. (4) PLEASE PROVIDE A COPY OF THE PROPOSED TOOLING SOURCES' QUOTE(S) WITH INTENT TOOLS, THESE TOOLS WILL BE PAID BY PRODUCTION PRODUCTION LATER MUST BE IDENTIFIED AS PRODUCTION FOLLOWS; (1) ANY DESIGN/DEVELOPMENT COST MUST BE TOOLS, GAGES OR FIXTURES THAT CAN BE USED IN COSTS. REQUIREMENTS FOR THE BREAKDOWN ARE AS PROVIDE A COMPLETE BREAKDOWN OF TOOLS WITH ITEMIZED SUCH DOCUMENTATION PROMPTLY. TOOLING BREAKDOWN: WHEN QUOTING TOOLS, GAGES OR PIXTURES PLEASE AND IF REQUESTED BY THE BUYER, SELLER SHALL PROVIDE MATERIALS AND SERVICES COVERED BY THIS PURCHASE ORDER. CONTRACT OR (II) SELLER'S ACTUAL COST FOR PURCHASED THE LESSER OF (I) THE AMOUNT SPECIFIED IN THIS DOCOMENTATION PROMPTLY, BUYER SHALL REIMBURSE SELLER OR SERVICES COVERED BY THIS PURCHASE ORDER AND IF AUDIT ALL PERTINENT DOCUMENTS RELATING TO THE GOODS OF THE PARTS, DELPHI BUYER RESERVES THE RIGHT TO SEQUENCE/ITEM NUMBER WHEN MAKING THE FIRST SHIPMENT CHARGES ON YOUR PACKING SLIP WITH THEIR APPROPRIATE PAYMENT, PLEASE INCLUDE SET-UP AND/OR TOOLING INSTRUCTED BY THE BUYER." TO FACILITATE PROMPT SALE FOR SCRAP TO THE DIRECTOR OF PURCHASING AS SO ANOTHER LOCATION, OR TO REMIT THE PROCEEDS OF THE FIVE (5) YEARS THEREAFTER TO RETURN, TRANSFER TO AUTHORIZATION OF THE BUYER. "SELLER HERBY AGREES

TO RETAIN THE TOOLS DESCRIBED ABOVE FOR A PERIOD OF OR USED FOR ANY OTHER PURPOSE WITHOUT THE SPECIFIC Motes Continued:

Item No. Material No/Item Identifier No. Total Order Quantity. Plant
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Purchase Order

YOBOKA HILLS MI 48326 3193 EXECUTIVE HILLS BLVD DYNAMIC PROFO TYPE DYNAMIC DESIGN INC



DYNAMIC PROTOTYPE OPERATIONS

Division of Dynamic Corporation
2193 EXECUTIVE HILLS BLVD
AUBURN HILLS, MI 48326
248:338,1100
Plastic injection Molding

2565 VAN OMMEN DR. DYNAMIC CORPORATION HOLLAND, MI 49424

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DYNAMIC PROTOTYPE OPERATIONS

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D CNC EDM BAMWIRE X SHIPPER INVOICE Division of Dynamic Corporation 2193 EXECUTIVE HILLS BLVD. AUBURN HILLS, MI 48326 PR414279 002 70581 248.338.1100 19/04/2005 • Design & Engineering 🦠 Plastic Injection Molding TEM CODE SX096015-000 PLATE, THRUST 07.0 NET 30 VERDOR, NUMBER, 63,546-9321 Saginaw 2975 Modular Orive Delphi Saginaw Steering Systems (3PT) Protutype Operations EBMS* TWAL OFFICE MI 48601-9494 53832753 STING IJ П 70 HOLLAND, MI 49424 2565 VAN OMMEN DR DYNAMIC CORPORATION MIRRIGH XXXX XXXX

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DYNAMIC PROTOTYPE ÓPERATIONS Division of Dynamic Corporation

2193 EXECUTIVE HILL'S BLVD. AUBURN HILL'S, MI 48326

Plastic Injection Molding

Delphi Saginaw Steering Systems

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HOLLAND, MI 49424 2565 VAN OMMEN DR. DYNAMIC CORPORATION

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